

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: : Chapter 11  
:   
W.R. GRACE & CO., *et al.*, : Case No. 01-1139 (JKF)  
: (Jointly Administered)  
:   
Debtors. : **Re: D.I. No. 22819**  
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**FINAL EXHIBIT LIST OF LONGACRE MASTER FUND, LTD. AND LONGACRE CAPITAL PARTNERS (QP), L.P., IN CONNECTION WITH PHASE II HEARING TO CONSIDER CONFIRMATION OF THE FIRST AMENDED JOINT PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE OF W.R. GRACE & CO., ET AL., THE OFFICIAL COMMITTEE OF ASBESTOS PERSONAL INJURY CLAIMANTS, THE ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE, AND THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS DATED FEBRUARY 27, 2009**

Longacre Master Fund, Ltd. and Longacre Capital Partners (QP), L.P. (together, "Longacre"), by and through its undersigned counsel, hereby submits this List of Final Exhibits (the "Longacre Exhibits"), pursuant to this Court's Fourth Amended Case Management Order Related To the First Amended Joint Plan Of Reorganization (D.I. No. 22819), in connection with the Phase II Hearing to consider confirmation of the First Amended Joint Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code Of W.R. Grace & Co., Et. Al., The Official Committee Of Asbestos Personal Injury Claimants, The Asbestos PI Future Claimants' Representative, And The Official Committee Of Equity Security Holders Dated February 27, 2009 (D.I. 20872) (the "Plan"), and for the Longacre Exhibits,<sup>1</sup> Longacre respectfully identifies the following:

1. First Amended Joint Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code Of W.R. Grace & Co., Et. Al., The Official Committee Of Asbestos Personal

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<sup>1</sup> Longacre reserves the right to enter additional Exhibits at the Phase II Confirmation Hearing, as well as to rely upon additional Exhibits entered by other parties at the Phase II Confirmation Hearing.

Injury Claimants, The Asbestos PI Future Claimants' Representative, And The Official Committee Of Equity Security Holders Dated February 27, 2009 (D.I. 20872), and exhibits thereto (including D.I. No. 20874).

2. Disclosure Statement in connection with First Amended Joint Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code Of W.R. Grace & Co., Et. Al., The Official Committee Of Asbestos Personal Injury Claimants, The Asbestos PI Future Claimants' Representative, And The Official Committee Of Equity Security Holders Dated February 27, 2009 (D.I. 20871).

3. Order Appointing David T. Austern As legal Representative For Future Asbestos Personal Injury Claimants (D.I. 5645). **Attached hereto as Exhibit "Long A," bates stamp no. Long 00001 – Long 00005.**

4. Settlement Agreement And Mutual Release (A.D.I. 115 in Adv. Proc. No. 02-01657). **Attached hereto as Exhibit "Long B," bates stamp no. Long 00006 – Long 00022.**

5. Order Authorizing Debtors' Settlement With National Union And Claimants (A.D.I. 115 in Adv. Proc. No. 02-01657). **Attached hereto as Exhibit "Long C," bates stamp no. Long 00023 – Long 00025.**

6. Assignment Of Claim dated December 13, 2007. **Attached hereto as Exhibit "Long D," bates stamp no. Long 00026 – Long 00036.**

7. Stipulation Regarding Classification Of Claims Of Morgan Stanley Senior Funding, Inc. As Assignee Of Certain Claims Of Bank Of America, N.A. Under The Plan (D.I. 21722). **Attached hereto as Exhibit "Long E," bates stamp no. Long 00037 – Long 00041.**

8. WRG Asbestos PI Trust Agreement (Exhibit "2" to Plan Exhibit Book, D.I. 20874). **Attached hereto as Exhibit "Long F," bates stamp no. Long 00042 – Long 00095.**

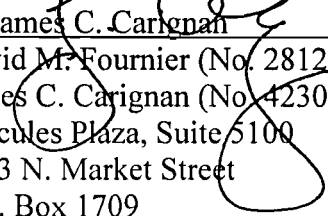
9. WRG Asbestos PI Trust Distribution Procedures (Exhibit "4" to Plan Exhibit Book, D.I. 20874). **Attached hereto as Exhibit "Long G," bates stamp no. Long 00096 – Long 00163.**

10. Proof of Claim of National Union Fire Insurance Company of Pittsburgh, PA (Claim No. 9553). **Attached hereto as Exhibit "Long H," bates stamp no Long 00164 – Long 00217.**

Dated: August 25, 2009  
Wilmington, DE

Respectfully submitted,

PEPPER HAMILTON LLP

  
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/s/ James C. Carignan  
David M. Fournier (No. 2812)  
James C. Carignan (No. 4230)  
Hercules Plaza, Suite 5100  
1313 N. Market Street  
P.O. Box 1709  
Wilmington, DE 19899-1709  
(302) 777-6500

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PEPPER HAMILTON LLP  
Robert S. Hertzberg, Esq.  
100 Renaissance Center, Suite 3600  
Detroit, MI 48243-1157  
(313) 259-7110

*Counsel to Longacre Master Fund, Ltd. and  
Longacre Capital Partners (QP), L.P.*